

**IN THE UNITED STATES BANKRUPTCY  
COURT FOR THE SOUTHERN DISTRICT OF  
TEXAS HOUSTON DIVISION**

<b>In re:</b>	§	
	§	
<b>Fieldwood Energy III LLC, <i>et al.</i>,</b>	§	<b>Case No. 20-33948 (MI)</b>
	§	
<b>Post-Effective Date Debtors<sup>1</sup>.</b>	§	<b>Chapter 11</b>
	§	
	§	<b>Jointly Administered</b>

**STIPULATION AND AGREED ORDER GRANTING  
PLAN ADMINISTRATOR’S OBJECTION TO  
RED WILLOW OFFSHORE, LLC’S  
PROOF OF CLAIM  
[this relates to Dkt. No. 2833]**

This stipulation and agreed order (the “**Stipulation**”) is entered into by and among (i) David Dunn, the plan administrator (the “**Plan Administrator**”) appointed pursuant to the Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. No. 2016]<sup>2</sup>; and Red Willow Offshore, LLC (“**RWO**”) regarding the Plan Administrator’s Objection to the Proof of Claim of Red Willow Offshore, LLC [Dkt. No. 2833] (the “**Objection**”). The Parties hereby stipulate and agree as follows:

**WHEREAS**, on or about November 25, 2020, RWO timely filed Proof of Claim Number 617 (the “**RWO Claim**”).

**WHEREAS**, the Plan Administrator filed his Objection to the RWO Claim on August 15,

---

<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III, LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “Post-Effective Date Subsidiaries”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtor), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

<sup>2</sup> Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Plan.

2023 [Dkt. No. 2833].

**WHEREAS**, the Parties have agreed, subject to the approval of the Bankruptcy Court, to resolve the Objection as set forth herein.

**NOW, THEREFORE**, after good-faith, arms-length negotiations, in consideration of the foregoing, it is hereby **STIPULATED AND AGREED**, and upon approval by the Bankruptcy Court of this Stipulation, it is so **ORDERED**:

1. The foregoing recitals are hereby incorporated by reference into this Stipulation with the same force and effect as if set forth fully herein.
2. The Objection is sustained as set forth herein.
3. The RWO Claim is disallowed in its entirety solely with respect to the Debtors, the Debtors' bankruptcy estates, the Administrator, and the Post-Effective Date Debtors; *provided however*, that such disallowance shall not affect any rights, claims or remedies of RWO against QuarterNorth Energy LLC (or any of its successors or assigns, or any other third parties), including, without limitation, any claims for indemnity, for the release or satisfaction of liens or privileges, or for the enforcement of paragraph 68 of the Findings Of Fact, Conclusions of Law, and Order (I) Confirming Eighth Amended Joint Chapter 11 Plan Of Fieldwood Energy LLC And Its Affiliated Debtors And (II) Granting Related Relief [Dkt. No. 1751], or those arising from or related to:

- (a) the *in rem* complaint filed by Atlantic Maritime Services LLC against RWO in Civil Action No. 21-cv-01340-NJB-MBN; *Atlantic Maritime Services, LLC vs. Red Willow Offshore, LLC and Houston Energy Deepwater Ventures I, LLC*; in the United States District Court for the Eastern District of Louisiana; or
- (b) the Statements of Privilege filed by Atlantic Maritime Services, LLC under La. R.S. § 9:4861, et seq. ("**LOWLA**"), in the records of various Louisiana Parishes asserting liens or privileges against the interests of RWO in certain oil and gas properties described therein.

4. Except as otherwise provided in this Stipulation, nothing in this Stipulation shall be deemed: (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of Administrator's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Objection or any order granting the relief requested by the Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to Section 365 of the Bankruptcy Code; or (f) a waiver of the Administrator's rights under the Bankruptcy Code or any other applicable law.

5. Kroll Restructuring Administration LLC, the Debtors' claims and noticing agent, (the "**Claims Agent**") is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Stipulation.

6. The Administrator, the Claims Agent, and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation in accordance with the Objection.

7. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Stipulation.

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day and year first written below.

**IT IS SO ORDERED**

Dated: \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE  
MARVIN ISGUR

Dated: December 11, 2023

**BOND ELLIS EPPICH SCHAFFER JONES  
LLP**

By: /s/ Aaron Guerrero

Ken Green  
Texas Bar No. 24036677  
Aaron Guerrero  
Texas Bar No. 24050698  
Bryan Prentice  
Texas Bar No. 24099787  
950 Echo Lane, Suite 120  
Houston, Texas 77024  
(713) 335-4990 telephone  
(713) 335-4991 facsimile  
[Ken.green@bondsellis.com](mailto:Ken.green@bondsellis.com)  
[Aaron.guerrero@bondsellis.com](mailto:Aaron.guerrero@bondsellis.com)  
[Bryan.prentice@bondsellis.com](mailto:Bryan.prentice@bondsellis.com)

**ATTORNEYS FOR DAVID DUNN, PLAN  
ADMINISTRATOR FOR THE POST-  
EFFECTIVE DATE DEBTORS**

**BARNET B. SKELTON, JR.  
ATTORNEY AT LAW**

By: /s/ Barnet B. Skelton, Jr.

Barnet B. Skelton, Jr.  
Texas State Bar No. 18456400  
815 Walker, Suite 1502  
Houston, Texas 77002  
Telephone (713) 516-7450  
Facsimile: (713) 659-8764  
Email: [barnetbjr@msn.com](mailto:barnetbjr@msn.com)

**ATTORNEY FOR RED WILLOW  
OFFSHORE, LLC**